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May 27, 2025

To whom it may concern

Company name: DOUTOR·NICHIRE Holdings Co., Ltd.
Name of representative: Masanori Hoshino,
Representative Director and President
(Code No.: 3087 TSE Prime Market)
Inquiries: Kazuhiro Sekine, Director
(TEL: +81-3-5459-9178)

Notice Concerning Disposal of Treasury Shares for Restricted Stock Compensation

DOUTOR·NICHIRE Holdings Co., Ltd. (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held today, to dispose of treasury shares (hereinafter referred to as the "Disposal of Treasury Shares" or "Disposal") as follows.

1. Overview of disposal

(1) Date of disposal	June 26, 2025
(2) Class and number of shares to be disposed of	Common shares of the Company 36,300 shares
(3) Disposal price	¥2,657 per share
(4) Total disposal amount	¥96,449,100
(5) Disposal recipient and the number thereof, and the number of shares to be disposed of	Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) 7 persons 26,400 shares Directors of the Company's subsidiaries 6 persons 9,900 shares
(6) Other matters	Pursuant to Article 4, Paragraph 1, Item 1 of the Financial Instruments and Exchange Act (Article 2-12, Item 1 of the Order for Enforcement of the Financial Instruments and Exchange Act), it is not necessary to submit a securities notice for the Disposal of Treasury Shares.

2. Purpose and reason for disposal

At a meeting of the Board of Directors held on April 14, 2022, the Company resolved to introduce a Restricted Stock Compensation Plan (hereinafter referred to as the "Plan") as a new compensation system for the Company's directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as "Eligible Directors") and the Company group's directors (hereinafter, these persons are collectively referred to as "Eligible Directors, etc."), with the objective of providing the Eligible Directors, etc. with incentives to achieve sustained enhancement of corporate value and shareholder value over the medium to long term, as well as establishing a compensation system to further promote value sharing with shareholders. In addition, at the 15th Annual General Meeting of Shareholders, approval was obtained for the payment of monetary compensation claims of up to ¥200 million per annum (which, however, does not include employee salaries for directors who also serve as employees) to Eligible Directors and the issuance or disposal of up to 110,000 common shares of the Company per annum as monetary compensation (hereinafter referred to as "Restricted Stock Compensation") used as properties contributed for the acquisition of restricted shares under the Plan, and for the period from the day on which the restricted shares are allotted to the time on which they retire or resign from positions predetermined by the Board of Directors of the Company as a transfer restriction period.

An outline of the restricted share allocation agreement (hereinafter referred to as the "Allotment Agreement") to be concluded between the Company and the Eligible Directors, etc. in connection with the Disposal of Treasury Shares is as described in 3. below.

3. Outline of the Allocation Agreement

(1) Transfer restriction period

The period from June 26, 2025 (hereinafter referred to as the "date of the disposal") until the time at which the Eligible Directors, etc. retire or resign from any position of director, executive officer who does not concurrently serve as director, corporate auditor, employee or any other position equivalent thereto of the Company or its subsidiaries.

(2) Conditions for cancellation of transfer restrictions

In principle, the Company shall cancel the transfer restriction for all of the allotted shares at the expiration of the transfer restriction period on the condition that the Eligible Directors, etc. continue to hold any position of director, executive officer who does not concurrently serve as director, corporate auditor, employee, or any other position equivalent thereto of the Company or its subsidiaries during the period from the month including the date of the disposal to immediately prior to the conclusion of the first annual general meeting of shareholders thereafter. However, in the case of retirement or resignation due to death or other justifiable reasons, the transfer restriction shall be cancelled for all of the allotted shares immediately after the retirement or resignation of the Eligible Directors, etc.

(3) Acquisition by the Company without contribution

At the time of expiration of the transfer restriction period or at the time of cancellation of the transfer restriction as specified in (2) above, the Company shall naturally acquire the allotted shares for which the transfer restriction has not been cancelled without contribution.

(4) Treatment in organizational restructuring, etc.

In the event that the effective date, etc. of a merger in which the Company becomes a disappearing company, a share exchange or share transfer in which the Company becomes a wholly owned subsidiary, or other organizational restructuring, etc. arrives during the transfer restriction period, the transfer restriction shall be cancelled for all of the allotted shares prior to the effective date of the organizational restructuring, etc. by resolution of the Board of Directors of the Company.

(5) Management of shares

During the transfer restriction period, the allotted shares shall be managed in dedicated accounts opened at Nomura Securities Co., Ltd. by the Eligible Directors, etc., so that they may not be transferred, pledged as security interests, or otherwise disposed of during the transfer restriction period. In order to ensure the effectiveness of the restriction on transfer of the allotted shares, the Company has concluded an agreement with Nomura Securities Co., Ltd. in connection with the management of the accounts of the allotted shares held by each Eligible Director, etc. In addition, the Eligible Directors, etc. shall consent to the details of the management of the relevant accounts.

4. Basis of calculation and specific details of the amount to be paid in

The Disposal of Treasury Shares to the scheduled allottee will be made using monetary compensation claims that were paid as restricted stock compensation for the 19th fiscal year of the Company under the Plan as properties contributed. The disposal price has been set at ¥2,657 which is the closing price of the Company's common share on the Prime Market of the Tokyo Stock Exchange on May 26, 2025 (the business day immediately preceding the date of the resolution by the Board of Directors), in order to eliminate arbitrariness. This is the market share price immediately before the date of the resolution by the Board of Directors, and the Company believes that it is reasonable and does not fall under a particularly favorable value.